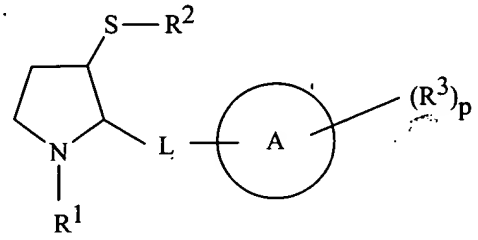
IN THE CLAIMS:

Please cancel claims 2, 4, 5, and 6 from the present application without disclaimer or prejudice.

Please amend claims 1, 3, 7, 8, 9, 11, and 12 as follows:

Claim 1:

1. A compound of the Formula I



Formula I

wherein:

R^1 is selected from H; -C_{1-4}alkyl; -CO-C_{1-4}alkyl; -CO-O-C_{1-4}alkyl; -CO-O-C_{2-4}alkenyl; -C_{1-4}alkylene-$CONR^4R^5$ (wherein R^4 and R^5 are independently selected from H and C_{1-4}alkyl); -C_{1-4}alkylene-$COOR^6$ (wherein R^6 is selected from H and C_{1-4}alkyl); -C_{1-3}alkylene-Ph and -CO-O$(CH_2)_n$Ph wherein the phenyl groups in -C_{1-3}alkylene-Ph and -CO-O$(CH_2)_n$Ph are optionally substituted by R^a and/or R^b and R^a and R^b are independently selected from C_{1-4}alkyl, halogen, hydroxy, C_{1-4}alkoxy, C_{1-4}alkanoyl, C_{1-4}alkanoyloxy, amino, C_{1-4}alkylamino, di(C_{1-4}alkyl)amino, C_{1-4}alkanoylamino, nitro, cyano, carboxy, carbamoyl, C_{1-4}alkoxycarbonyl, thiol, C_{1-4}alkylsulfanyl, C_{1-4}alkylsulfinyl,C_{1-4}alkylsulfonyl and sulfonamido; and n=0-4;

R^2 is selected from H; -C_{1-4}alkyl; -COC_{1-4}alkyl; and -$COOC_{1-4}$alkyl; and -C_{1-3}alkylene-Ph optionally substituted on the phenyl ring by R^a and/or R^b;

R^3 is selected from H; OH; CN; CF_3; NO_2; -C_{1-4} alkyl; -C_{1-4}alkylene-R^7; -C_{2-4}alkenylene-R^7; -C_{2-4}alkynylene-R^7; R^7; OR^7 (where R^7 is selected from phenyl, naphthyl, a 5-10 membered monocyclic or bicyclic heteroaryl ring containing upto 5

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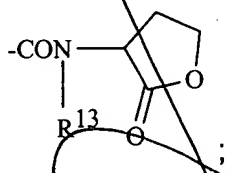
heteroatoms selected from O,N and S and any aryl ring in R^7 is optionally substituted by R^a and/or R^b); C_{2-4}alkenyl; halogen; $-(CH_2)_nCOOR^8$ (where n = 0-3 and R^8 represents H, C_{1-4}alkyl, or C_{2-4}alkenyl); $-CONR^9R^{10}$ (where R^9 and R^{10} independently represent H, C_{1-4}alkyl, C_{2-4}alkenyl, $-O-C_{1-4}$alkyl, $-O-C_{2-4}$alkenyl or $-C_{1-3}$alkylenePh (wherein Ph is optionally substituted by R^a and R^b as hereinabove defined);$-CON(R^{11})OR^{12}$ (where R^{11} and R^{12} independently represent H, C_{1-4}alkyl or C_{2-4}alkenyl);

$-CONR^{13}-CR^{13a}R^{14}-COOR^{17}$, (where R^{13} and R^{13a} are independently H or C_{1-4}alkyl, R^{17} is H or C_{1-6}alkyl, R^{14} is selected from the side chain of a lipophilic amino acid, carbamoylC_{1-4}alkyl, N-(monoC_{1-4}alkyl)carbamoylC_{1-4}alkyl and N-(diC_{1-4}alkyl)carbamoylC_{1-4}alkyl) having L or D configuration at the chiral alpha carbon in the corresponding free amino acid; a lactone of formula:



;

C_{1-4}alkyl monosubstituted on carbon with =N-OH;

a group of Formula $-X-R^{15}$ (where X is selected from O, CO, CH_2, S, SO, SO_2 and R^{15} is selected from C_{1-6}alkyl, phenyl, naphthyl, a 5-10 membered monocyclic or bicyclic heteroaryl ring containing upto 5 heteroatoms selected from O,N and S and any aryl ring in R^{15} is optionally substituted by R^a and/or R^b;

p is 0-3 in which R^3 values can be the same or different;

L is a linking moiety selected from the following groups written from left to right in Formula I:

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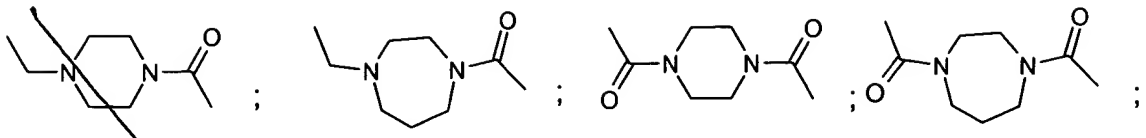

(wherein the piperazine and perhydro-1,4-diazepine rings are optionally substituted);

$-CO-NR^{16}-$; $-CH_2-NR^{16}-$; $-CH_2S-$; $-CH_2O-$; $-CH_2-CHR^{16}$; $-CH=CR^{16}-$; $-CH_2NR^{16}-T-$; $-CH_2NR^{16}-SO_2-$; $-CH_2-NR^{16}-CO-T^1-$; $-CO-NR^{16}-T-$; $-CH_2S-T-$; $-CH_2O-T-$ (where R^{16} is selected from H, C_{1-4}alkyl, C_{1-4}alkylene-Z, $-CO-C_{1-4}$alkylene-Z, $-CO-C_{1-6}$alkyl, -COZ, Z and Z is selected from $-O-C_{1-4}$alkyl, phenyl, naphthyl, a 5-10 membered monocyclic or bicyclic heteroaryl ring containing upto 5 heteroatoms selected from O, N and S and any aryl ring in R^{16} is optionally substituted by R^a and/or R^b as hereinabove defined; where, T represents $-(CH_2)m-$ where m is 1-4 and T is optionally monosubstituted with any value of R^{16} other than H; and

where T^1 represents $-(CH_2)m^1-$ wherein m^1 is 0-4 and T is optionally monosubstituted with any value of R^{16} other than H);

A is selected from phenyl; naphthyl; a 5-10 membered monocyclic or bicyclic heteroaryl ring containing upto 5 heteroatoms where the heteroatoms are independently selected from O, N & S;

or a -S-S- dimer thereof when R^2=H; or a N-oxide thereof;

or a pharmaceutically acceptable salt, prodrug or solvate thereof.

Claim 3:

3. A compound according to claim 1 wherein A is phenyl or naphthyl.

Claim 7:

7. A compound of the formula A:

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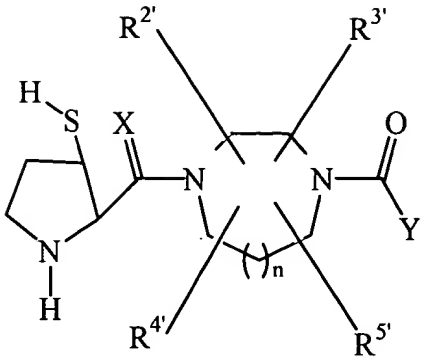

A

wherein:

X is O or H_2;

n is 0 or 1;

t is 1 to 4;

$R^{2'}$, $R^{3'}$, $R^{4'}$, and $R^{5'}$ are independently selected from: H; C_{1-8}alkyl, alkenyl, alkynyl, aryl, heterocycle, -CO-$NR^{6'}R^{7'}$ or -CO-$OR^{6'}$, unsubstituted or substituted with one or more of:

1) aryl or heterocycle, unsubstituted or substituted with:
   a. C_{1-4}alkyl,
   b. $(CH_2)_tOR^{6'}$,
   c. $(CH_2)_tNR^{6'}R^{7'}$,
   d. halogen,
2) C_{3-6}cycloalkyl,
3) $OR^{6'}$,
4) $SR^{6'}$, $S(O)R^{6'}$, $SO_2R^{6'}$,
5) -$NR^{6'}R^{7'}$,
6) -$NR^{6'}$-CO-$R^{7'}$,
7) -$NR^{6'}$-CO-$NR^{7'}R^{8'}$,

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8) -O-CO-$NR^{6'}R^{7'}$,

9) -O-CO-$OR^{6'}$,

10) -O-$NR^{6'}R^{7'}$,

11) -$SO_2NR^{6'}R^{7'}$,

12) -$NR^{6'}$-SO_2-$R^{7'}$,

13) -CO-$R^{6'}$, or

14) -CO-$OR^{6'}$;

and any two of $R^{2'}$, $R^{3'}$, $R^{4'}$, and $R^{5'}$ are optionally attached to the same carbon atom;

Y is aryl, heterocycle, unsubstituted or substituted with one or more of:

1) C_{1-4}alkyl, unsubstituted or substituted with:
   a. C_{1-4}alkoxy,
   b. $NR^{6'}R^{7'}$,
   c. C_{3-6}cycloalkyl,
   d. aryl or heterocycle,
   e. HO,
2) aryl or heterocycle,
3) halogen,
4) $OR^{6'}$,
5) $NR^{6'}R^{7'}$,
6) CN
7) NO_2, or
8) CF_3;

$R^{6'}$, $R^{7'}$ and $R^{8'}$ are independently selected from: H; C_{1-4}alkyl, C_{3-6}cycloalkyl, heterocycle, aryl, aroyl, heteroaroyl, arylsulfonyl, heteroarylsulfonyl, unsubstituted or substituted with:

a) C_{1-4}alkoxy,

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b) aryl or heterocycle,

c) halogen,

d) HO,

e) $-CO-R^{9'}$,

f) $-SO_2R^{9'}$, wherein

$R^{6'}$ and $R^{7'}$ may be joined in a ring, and

$R^{7'}$ and $R^{8'}$ may be joined in a ring;

$R^{9'}$ is C_{1-4}alkyl or aralkyl;

a pharmaceutically acceptable salt thereof.

Claim 8:

8. A compound according to claim 1 which is any one of the following individual compounds or a pharmaceutically acceptable salt thereof:

(2S)-2-{2-benzyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester ;

(2S)-2-{2-benzyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid ;

(2S)-2-({2-phenyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid methyl ester;

(2S)-2-({2-phenyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid;

(2S)-2-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)amino]-naphthalene-1-carbonyl}-amino)-4-methylsulfanylbutyric acid methyl ester ;

(2S)-2-({3-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)amino]-naphthalene-1-carbonyl}-amino)-4-methylsulfanylbutyric acid ;

(2S)-2-({-3-phenyl-5[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid methyl ester;

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(2S)-2-({3-phenyl-5[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid;

(cis)-2-[{N-(4-methoxybenzyl)- N-(naphthalen-1-ylmethylamino}-methyl]-pyrrolidine-3-thiol ;

N-(naphthalen-1-ylmethyl)-N-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)-pentanamide;

N-(naphthalen-1-ylmethyl)-N-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)-2-(pyridin-3-yl)-acetamide ;

N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-3-methyl-N-(2-naphthalen-1-yl-ethyl)butyramide ;

N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-N-(2-naphthalen-1-yl-ethyl)-2-pyridin-3-yl-acetamide ;

(cis)-2-{[(3-methoxypropyl)-(2-naphthalen-1-ylethyl)amino]methyl}- pyrrolidine-3-thiol;

N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-2-(4-methoxy-phenyl)-N-(2-naphthalen-2-yl-ethyl)-acetamide;

(cis)-2-{[(2-(4-methoxyphenyl)ethyl)-(2-naphthalen-1-ylethyl)amino] methyl}- pyrrolidine-3-thiol;

N-(2,2-diphenyl-ethyl)-N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-3-methyl-butyramide ;

N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-3,3-dimethyl-N-(2-naphthalen-2-yl-ethyl)-butyramide;

N-(2,2-diphenyl-ethyl)-N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-3,3-dimethyl-butyramide;

(2S)-2-{3-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-(3-methoxy-propyl)-amino]-benzoylamino}-4-methylsulfanyl-butyric acid ;

N-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-3,3-dimethyl-N-(2-naphthalen-1-yl-ethyl)-butyramide;

(2S)-4-carbamoyl-2-({2-phenyl-5-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-butyric acid;

(2S)-4-carbamoyl-2-({2-phenyl-5-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-butyric acid methyl ester;

2-(3-pyridyl)-N-(2,2-diphenyl-ethyl)-N-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)- acetamide;

6-methoxy-1-oxido-N-(2,2-diphenyl-ethyl)-N-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl]-pyridine-3-carboxamide;

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N-(naphthyl-1-yl-ethyl)-N-[(cis)-3-sulfanylpyrrolidin-2yl-methyl)-thiazole-5-carboxamide;
6-methoxy-1-oxido-N-(naphthyl-1-yl-ethyl)-N-[cis)-3-sulfanylpyrrolidin-2-ylmethyl]-pyridine-3-carboxamide;
(2S)-2-{2-benzyl-4-[(cis)-3-sulfanyl-pyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanyl-butyric acid;
(2S)-2-{2-benzyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)amino]-benzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{2-benzyl-4-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl)amino]-benzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{2-phenethyl-5-[(trans)-3-sulfanylpyrrolidin-2-ylmethylaminobenzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{phenethyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{2-benzyl-5-[(trans)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{2-(phenethyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{2-(4-methylphenylethynyl)-4-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid;
(2S)-2-{2-benzyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid isopropyl ester;
(2S)-2-{2-benzyl-4-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;
(2S)-2-{2-benzyl-4-[(trans)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;
(2S)-2-{2-benzyl-5-[(trans)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;
(2S)-2-{2-phenyl-5-[(trans)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;
(2S)-2-{2-phenyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;

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(2S)-2-{2-benzyl-5-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;

(2S)-2-{2-(4-methylphenethyl)-4-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;

(2S)-2-{2-(4-methylphenylethynyl)-4-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester;

(2S)-2-(2-methoxyethyl)-1-[(cis)-3-sulfanylpyrrolidin-2-ylmethyl]-4-(naphth-1-oyl)piperazine;

(cis)-2-[N-isovaleryl-N-(2-(napth-1-yl)ethyl)aminiomethyl]-3-sulfanylpyrrolidine;

(cis)-2-[N-(3-pyridylacetyl)-N-(naphth-1-yl)ethyl)aminomethyl]-3-sulfanylpyrrolidine;

(cis)-2-[N-1-oxido-6-methoxypyridin-3-ylcarbonyl) -N-(naphth-1-yl)ethyl)aminomethyl]-3-sulfanylpyrrolidine;

(cis)-2-[N-thiazol-5-ylcarbonyl) -N-(naphth-1-yl)ethyl)aminomethyl]-3-sulfanylpyrrolidine;

(2S)-2-[2-(4-fluorophenethyl)-4-[(cis)-3-sulfanyl)-pyrrolidin-2-ylmethylamino)benzoylamino]-4-methylsulfanylbutyric acid;

methyl (2S)-2-[2-(4-fluorophenethyl)-4-[(cis)-3-sulfanylpyrrolidin-2-ylmethylamino)benzoylamino]-4-methylsulfanylbutyrate;

(2S)-2-[2-(4-fluorophenethyl)-4-((2R,3R)-3-sulfanyl-pyrrolidin-2-ylmethylamino)benzoylamino]-5-methylsulfanylbutyric acid;

(2S)-2-{2-Benzyl-5-[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-benzoylamino}-4-methylsulfanylbutyric acid methyl ester ;

(2S)-2-{2-Benzyl-5-[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-benzoylamino}-4-methylsulfanylbutyric acid ;

(2S)-2-({2-phenyl-5-[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid methyl ester;

(2S)-2-({2-phenyl-5-[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid;

(2S)-2-({3-[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-naphthalene-1-carbonyl}-amino)-4-methylsulfanylbutyric acid methyl ester ;

(2S)-2-({3-[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-naphthalene-1-carbonyl}-amino)-4-methylsulfanylbutyric acid ;

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(2S)-2-({-3-phenyl-5[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid methyl ester;

(2S)-2-({-3-phenyl-5[([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-4-methylsulfanylbutyric acid;

(2R,3R)-2-[{N-(4-methoxybenzyl)- N-(naphthalen-1-ylmethyl)-amino}-methyl]-pyrrolidine-3-thiol ;

N-(naphthalen-1-ylmethyl)-N-([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-pentanamide;

N-(naphthalen-1-ylmethyl)-N-([2R,3R]-3-sulfanylpyrrolidin-2-ylmethyl)-2-(pyridin-3-yl)-acetamide ;

N-((2R,3R)-3-sulfanyl-pyrrolidin-2-ylmethyl)-3-methyl-N-(2-naphthalen-1-yl-ethyl)butyramide ;

N-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-N-(2-naphthalen-1-yl-ethyl)-2-pyridin-3-yl-acetamide ;

(2R,3R)-2-{[(3-Methoxypropyl)-(2-naphthalen-1-ylethyl)amino]methyl}- pyrrolidine-3-thiol;

N-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-2-(4-methoxy-phenyl)-N-(2-naphthalen-2-yl-ethyl)-acetamide ;

(2R,3R)-2-{[(2-(4-Methoxyphenyl)ethyl)-(2-naphthalen-1-ylethyl)amino] methyl}-pyrrolidine-3-thiol ;

N-(2,2-Diphenyl-ethyl)-N-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-3-methyl-butyramide ;

N-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-3,3-dimethyl-N-(2-naphthalen-2-yl-ethyl)-butyramide ;

N-(2,2-Diphenyl-ethyl)-N-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-3,3-dimethyl-butyramide ;

(2S)-2-{3-[([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-(3-methoxy-propyl)-amino]-benzoylamino}-4-methylsulfanyl-butyric acid ;

N-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-3,3-dimethyl-N-(2-naphthalen-1-yl-ethyl)-butyramide ;

(2S)-4-carbamoyl-2-({2-phenyl-5-[([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-butyric acid;

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(2S)-4-carbamoyl-2-({2-phenyl-5-[([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-amino]-phenylcarbonyl}-amino)-butyric acid methyl ester;

2-(3-pyridyl)-N-(2,2-diphenyl-ethyl)-N-((2R,3R)-3-sulfanylpyrrolidin-2-ylmethyl)-acetamide;

6-methoxy-1-oxido-N-(2,2-diphenyl-ethyl)-N-((2R,3R)-3-sulfanylpyrrolidin-2-ylmethyl)-pyridine-3-carboxamide;

N-(naphthyl-1-yl-ethyl)-N-([2R,3R]-3-sulfanylpyrrolidin-2yl-methyl)-thiazole-5-carboxamide;

6-methoxy-1-oxido-N-(naphthyl-1-yl-ethyl)-N-((2R,3R)-3-sulfanylpyrrolidin-2-ylmethyl)-pyridine-3-carboxamide;

(2S)-2-{2-benzyl-4-[([2R,3R]3-sulfanyl-pyrrolidin-2-ylmethyl)-amino]-benzoylamino}-4-methylsulfanyl-butyric acid; and

(2S)-2-(2-methoxy-ethyl)-1-([2R,3R]-3-sulfanyl-pyrrolidin-2-ylmethyl)-4-naphthoyl-piperazine.

Claim 9:

9. A pharmaceutical composition which comprises a compound according to any one of claims 1, 3, 7, or 8 and a pharmaceutically-acceptable carrier.

Claim 11:

11. A compound according to any one of claims 1, 3, 7 or 8 for use as a medicament.

Claim 12:

12. A compound according to any one of claims 1, 3, 7 or 8 for use in the preparation of a medicament for treatment of a disease mediated through farnesylation of mutant ras.

Please add claims 14-17 as follows:

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